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ENTERED
Office of Proceedings
May 3, 2019
Part of
Public Record

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May 2, 2019

VIA FEDEX

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Room 1034
Washington, DC 20006



Re: **Docket No. FD 36293**
Midwestern Railway Services, Corporation — Operation Exemption
— Perry County Port Authority

Docket No. FD 36294
TNW Corporation — Continuance in Control — Midwestern Railway
Services, Corporation

Dear Ms. Brown:

Enclosed for filing in the above-captioned proceedings are an original and ten copies of a **Verified Notice of Exemption of Midwestern Railway Services, Corporation Pursuant to 49 C.F.R. § 1150.31**, and a **Verified Notice of Exemption of TNW Corporation Pursuant to 49 C.F.R. § 1180.2(d)**, both dated May 2, 2019. Two checks representing the appropriate fees for the filings (\$2,000 and \$1,900, respectively) are enclosed. A disc containing the text of each Notice and the *Federal Register* caption summaries in Microsoft Word format, is also enclosed.

If you have any questions regarding this filing, please feel free to contact me.
Thank you for your assistance on this matter.

Respectfully submitted,

FILED
May 3, 2019
SURFACE
TRANSPORTATION BOARD

Bradon J. Smith
Attorney for Midwestern Railway Services,
Corporation and TNW Corporation

Enclosures

FEE RECEIVED
May 3, 2019
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 36294

TNW CORPORATION
— CONTINUANCE IN CONTROL EXEMPTION —
MIDWESTERN RAILWAY SERVICES, CORPORATION



**VERIFIED NOTICE OF EXEMPTION OF
TNW CORPORATION
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

Audrey L. Brodrick
Bradon J. Smith
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 800
Chicago, Illinois 60606
(312) 252-1500

ATTORNEYS FOR TNW CORPORATION

Dated: May 2, 2019

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 36294

TNW CORPORATION
— CONTINUANCE IN CONTROL EXEMPTION —
MIDWESTERN RAILWAY SERVICES, CORPORATION



**VERIFIED NOTICE OF EXEMPTION OF
TNW CORPORATION
PURSUANT TO 49 C.F.R. § 1180.2(d)(2)**

TNW Corporation (“TNW”), a non-carrier, hereby files this Notice of Exemption (the “Notice”) under 49 C.F.R. § 1180.2(d)(2) to continue in control of Midwestern Railway Services, Corporation (“MRS”) upon MRS’s commencement of common carrier operations pursuant to the contemporaneously-filed notice of exemption in Midwestern Railway Services, Corporation— Operation Exemption — Perry County Port Authority, Docket No. FD 36293 (the “Operation Notice”). MRS is a new, non-carrier subsidiary of TNW that has been established to operate certain track of the Perry County Port Authority (“PCPA”). The subject line does not connect with any lines of any of the other TNW-controlled rail carriers, and this control transaction is not part of a series of anticipated transactions that would result in such a connection. This proposed control transaction does not involve a Class I carrier. Accordingly, TNW’s continuance in control of MRS qualifies for the class exemption at 49 C.F.R. § 1180.2(d)(2).

In accordance with the requirements of 49 C.F.R. § 1180.4(g), TNW submits the following information:

Description of Proposed Transaction: 49 C.F.R. § 1180.6(a)(1)(i)

TNW currently controls three Class III rail carriers.¹ MRS is a new entity established by TNW to operate roughly 20.6 miles of rail line (the “Line”) between Tell City, Indiana, and Lincoln City, Indiana, owned and operated by PCPA, as described in the concurrently-filed Operation Notice. Existing TNW-controlled railroad lines and the Line do not connect, and there is no plan to effect any such connection. TNW intends to remain in control of MRS and TNW’s existing rail carrier subsidiaries once MRS consummates its exemption authority to operate the Line as a rail common carrier.

The full name and address of the Applicant herein is:

TNW Corporation
5430 LBJ Freeway
Suite 1020
Dallas, Texas 75240

Any questions concerning this Notice should be sent to counsel for TNW at the following address:

Bradon J. Smith
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 800
Chicago, Illinois 60606
(312) 252-1500

Proposed Schedule for Consummation: 49 C.F.R. § 1180.6(a)(1)(ii)

TNW intends to consummate the proposed continuance in control transaction on or after June 10, 2019 upon the consummation of common carrier operations by MRS pursuant to Docket No. FD 36293. See 49 C.F.R. § 1180.4(g)(1).

¹ See TNW Corporation — Continuance in Control Exemption — Texas Rock Crusher Railway Company, Docket No. FD 33564 (STB served Mar. 20, 1998).

Purpose Sought to Be Accomplished: 49 C.F.R. § 1180.6(a)(1)(iii)

The exemption sought herein will allow TNW to continue in control of its existing rail carrier subsidiaries and MRS upon MRS's commencement of common carrier operations.

States in Which Property of Applicants is Located: 49 C.F.R. § 1180.6(a)(5)

TNW is a non-carrier holding company controlling three Class III rail carriers in Texas. MRS will operate rail property in Indiana pursuant to an agreement with PCPA. The existing rail carrier subsidiaries of TNW operate rail lines located in the following states:

Texas and North Western Railway Company	Texas
Texas, Gonzales & Northern Railway Company	Texas
Texas Rock Crusher Railway Company	Texas

Map - Exhibit 1: 49 C.F.R. § 1180.6(a)(6)

Maps of the Line to be operated by MRS and the rail lines currently operated by TNW's existing rail carrier subsidiaries are attached hereto as Exhibit 1.

Agreement: 49 C.F.R. § 1180.6(a)(7)(ii)

TNW already controls MRS, currently a non-carrier. No additional agreement is contemplated or necessary for TNW to continue in control of MRS once MRS becomes a rail carrier.

Labor Protective Conditions: 49 C.F.R. § 1180.4(g)(1)(i)

Pursuant to 49 U.S.C. § 11326(c), no employee protective conditions may be imposed upon this transaction. MRS is currently a non-carrier and TNW's existing railroad subsidiaries are all Class III rail carriers; MRS will be a Class III carrier upon its commencement of operations.

Environmental and Historic Preservation Matters: 49 C.F.R. § 1180.4(g)(3)

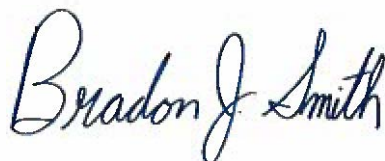
Under 49 C.F.R. § 1105.6(c)(2)(i) and (ii), the proposed control transaction is exempt from environmental reporting requirements. TNW's continuance in control of MRS will not result in significant changes in carrier operations, i.e., changes that exceed the thresholds established in 49 C.F.R. § 1105.7(e)(4) or (5).

Under 49 C.F.R. § 1105.8(b)(3), the proposed transaction also is exempt from historic preservation reporting requirements. The transaction will not substantially change the level of maintenance of any railroad property.

Interchange Commitments: 49 C.F.R. § 1180.4(g)(4)

The proposed continuance in control transaction does not itself involve the acquisition or operation of a rail line, and thus the provisions of 49 C.F.R. § 1180.4(g)(4) are not applicable. In any event, there is no arrangement applicable to the subject transaction that involves, or otherwise would impose, an interchange commitment upon MRS.

Respectfully submitted,

A handwritten signature in blue ink that reads "Bradon J. Smith". The signature is written in a cursive, flowing style.

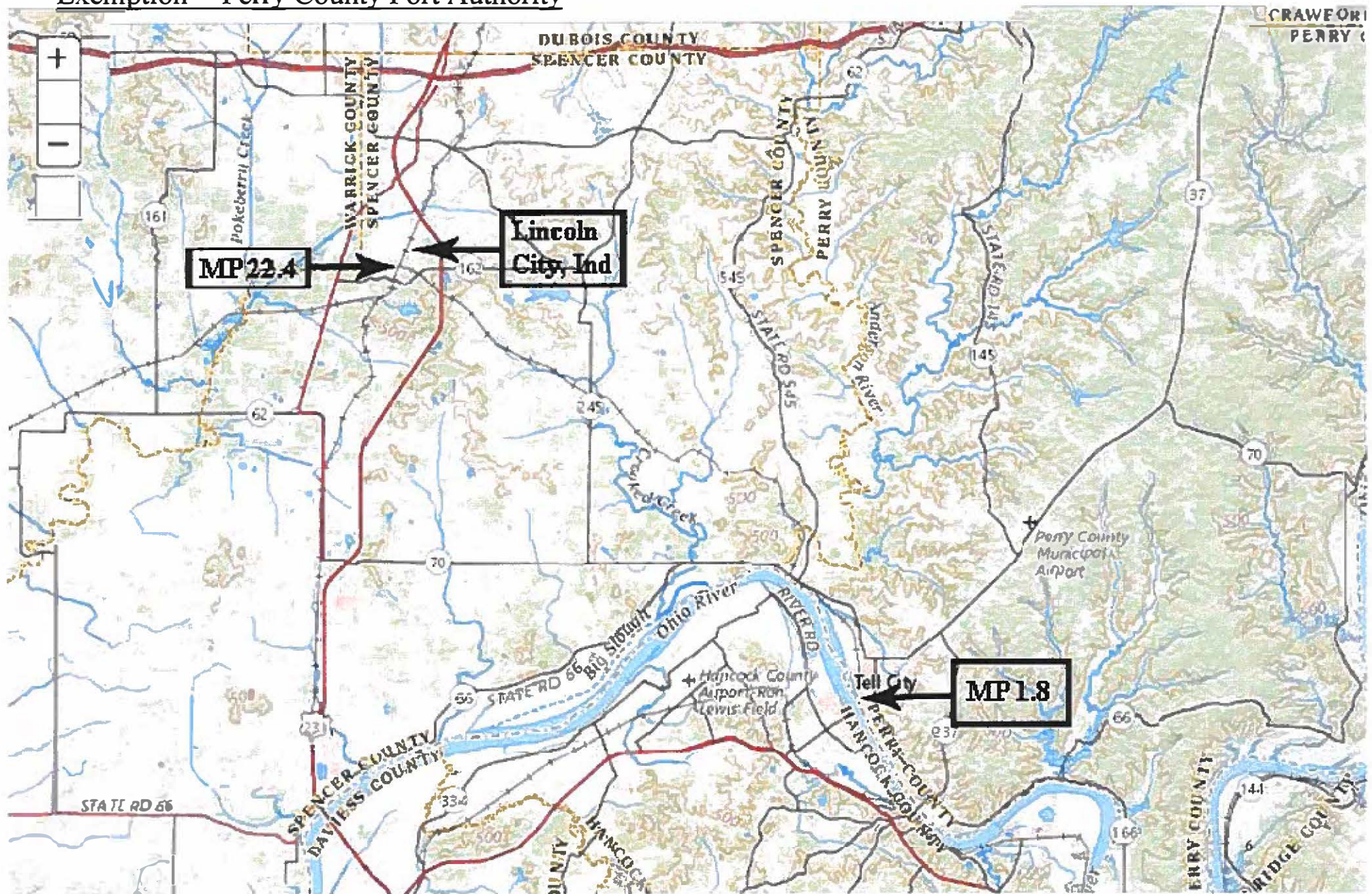
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ATTORNEYS FOR TNW CORPORATION

Dated: May 2, 2019

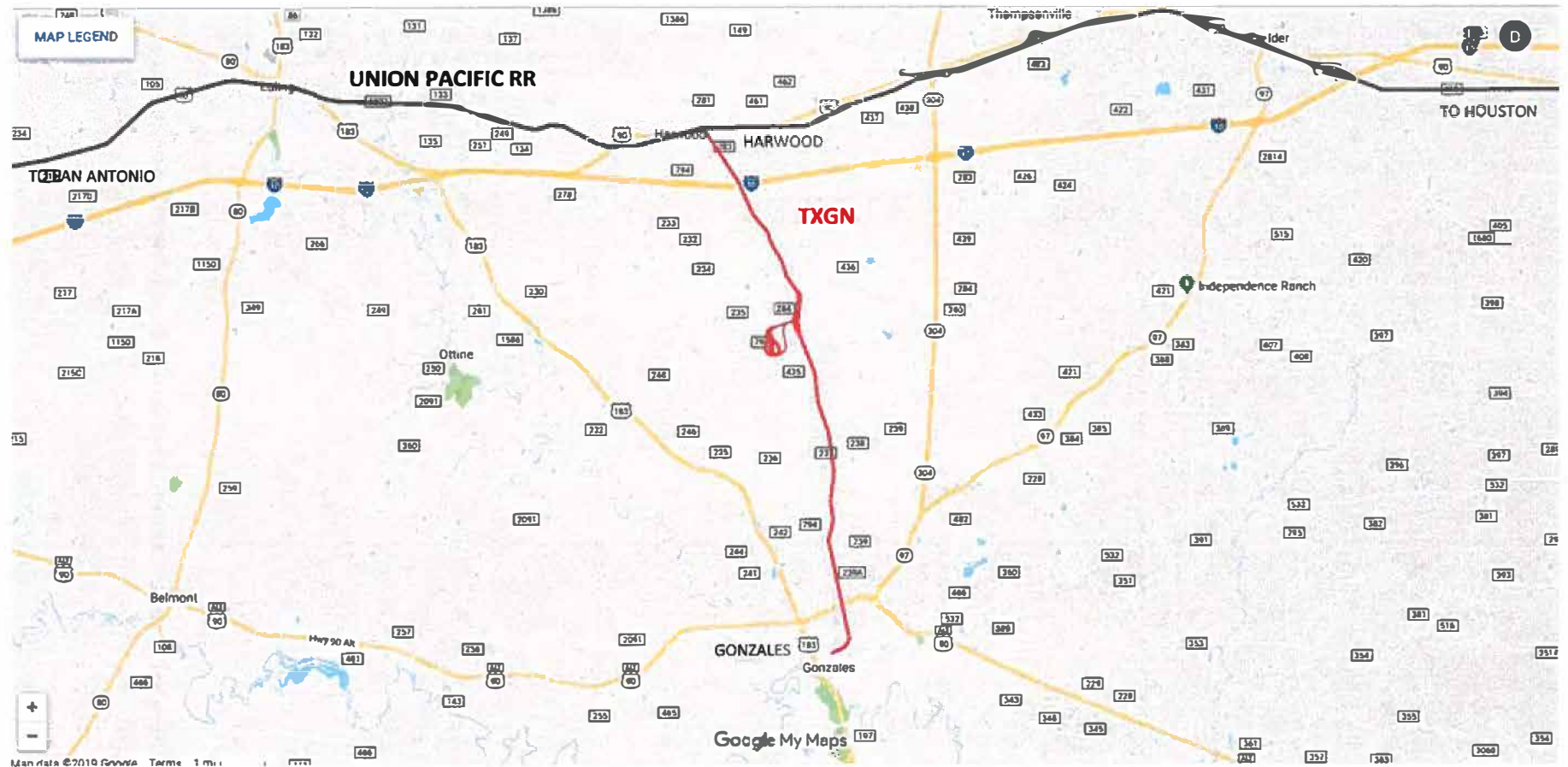
Docket No. FD 36293
Midwestern Railway Services, Corporation -- Operation
Exemption -- Perry County Port Authority

Docket No. FD 36294
Exhibit 1



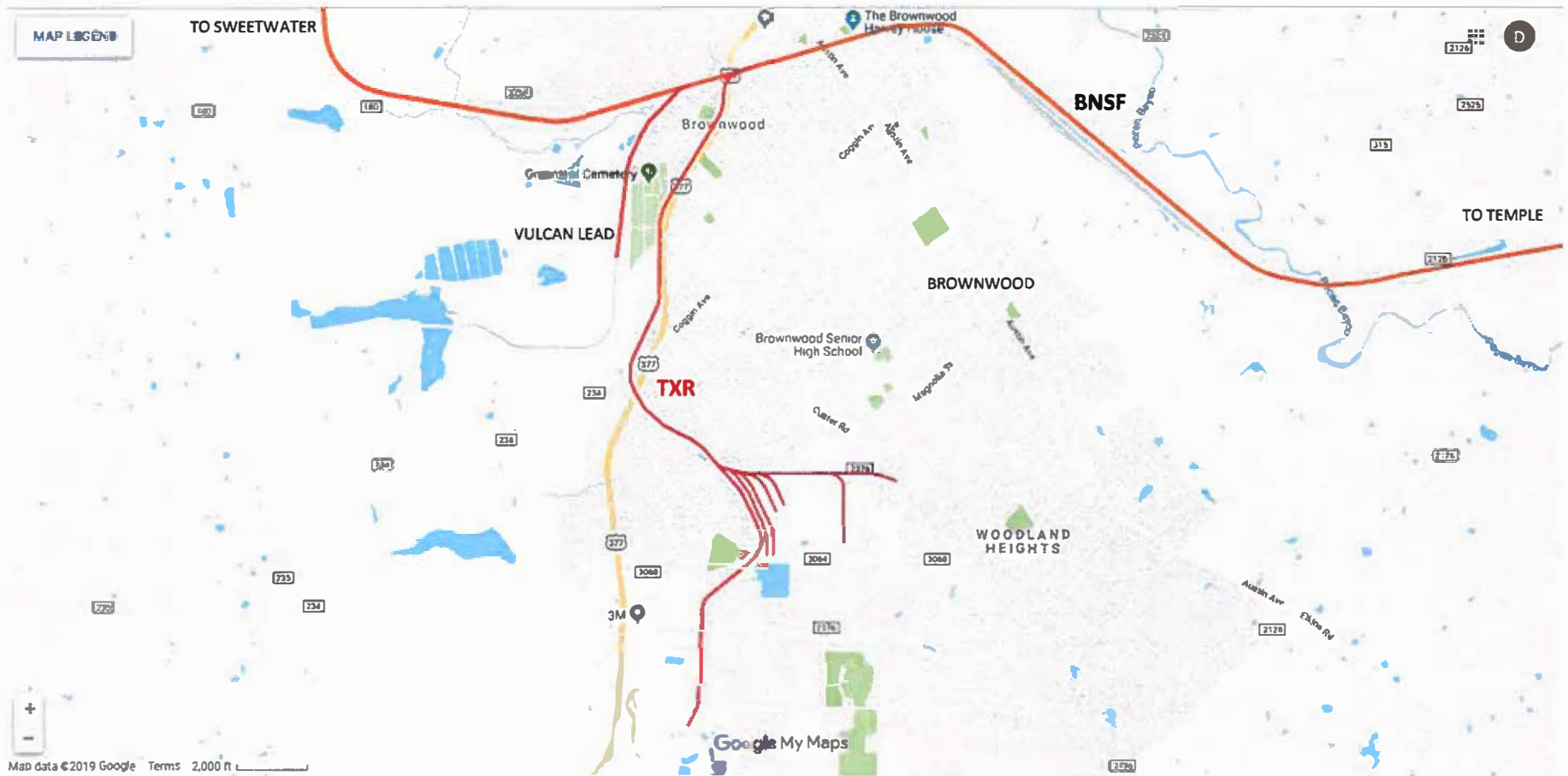
Texas, Gonzales & Northern

Docket No. FD 36294
Exhibit 1



Texas Rock Crusher

Docket No. FD 36294
Exhibit 1



Texas North Western Railway

Docket No. FD 36294
Exhibit 1



VERIFICATION

Jeffrey Davis declares under penalty of perjury as follows:

I am the Chief Operating Officer of TNW Corporation. I have read the forgoing Notice of Exemption and know that the facts asserted therein are true as stated.

Executed on May 1, 2019

A handwritten signature in blue ink, appearing to read "Jeffrey Davis", is written over a horizontal line.